

**Form 51-102F3  
Material Change Report**

**PART 2      CONTENT OF MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

**CBD MED RESEARCH CORP.**  
#810-675 W. Hastings Street,  
Vancouver, BC V6B 1N2  
Telephone: 604-802-7551

**Item 2      Date of Material Change**

February 5, 2015

**Item 3      News Release**

February 5, 2015  
Sent to Sedar, Stockwatch

**Item 4      Summary of Material Change**

The Company announced the closing of a convertible loan of \$150,000.

**Item 5      Full Description of Material Change**

The Company announced the closing of a convertible loan of \$150,000. The loan bears interest at 20% and must be repaid by February 4, 2016. The holders of the convertible loan can convert to shares on or before February 4, 2016 at a price of \$.05 per share. Any shares issued on conversion before June 6, 2015 will be restricted from trading until June 6, 2015

**Item 6      Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7      Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8      Executive Officer  
Gary F. Zak CEO**

**604. 802-7551**

**Item 9      Date of Report**

February 5, 2015